

RECORDATION NO. 18775 B FILED 1425
APR 19 1994 -11 20 AM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 dated April 19, 1994 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Lessor"), and KANSAS CITY POWER & LIGHT COMPANY, a Missouri corporation ("Lessee"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of April 15, 1994 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and accepted by the Lessee. Lessee represents that the Equipment is free and clear of all liens and encumbrances (except Permitted Encumbrances) and in a condition which in all respects is satisfactory to the Lessee and in compliance with the Lease.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Basic Term with respect thereto is the date of this Lease Supplement No. 1.

4. Lessee hereby certifies that such Purchase Price for the Equipment is \$9,331,000.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on September 30, 1994. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 3 of 11.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

KANSAS CITY POWER & LIGHT COMPANY, a
Missouri corporation

By B. M. Beaudoin
Its Senior Vice President

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee

By _____
Its

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

KANSAS CITY POWER & LIGHT COMPANY, a
Missouri corporation

By _____
Its


SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee

By *P. Palani*
Its *Corporate Trust Officer*

STATE OF Missouri)
) SS.:
COUNTY OF Jackson)

On this, the 15th day of April, 1994, before me, a Notary Public in and for said County and State, personally appeared B. J. Beaudoin, the Sr. Vice Pres. of KANSAS CITY POWER & LIGHT COMPANY, who acknowledged himself to be a duly authorized officer of KANSAS CITY POWER & LIGHT COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Janeé C. Rosenthal
Notary Public
My Commission Expires: 2/25/95
Residing in Clay County, Missouri

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of April, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of KANSAS CITY POWER & LIGHT COMPANY, who acknowledged himself to be a duly authorized officer of KANSAS CITY POWER & LIGHT COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 18 day of April, 1994, before me, a Notary Public in and for said County and State, personally appeared Roberto Canal, the Corp. Trust Officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cynthia L. Essay
Name: Cynthia L. Essay
Notary Public
My Commission Expires: February 28, 1998
Residing in Colchester, CT

DESCRIPTION OF EQUIPMENT

The 215 Rotary Dump Gondola
Railcars Bearing the Following
Road Numbers

KCLX 794001

KCLX 794003 through 794014, inclusive

KCLX 794017 through 794078, inclusive

KCLX 794080 through 794094, inclusive

KCLX 794096 through 794097, inclusive

KCLX 794099 through 794101, inclusive

KCLX 91001 through 91120, inclusive

SCHEDULE 1
(to Lease Supplement No. 1)

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE RATE FACTORS**

I. FIXED RENT

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
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**SCHEDULE 2
(to Lease Supplement No. 1)**

II. STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT
PAYMENT DATE

STIPULATED LOSS VALUE OR
TERMINATION VALUE, AS A
PERCENT OF THE PURCHASE PRICE
OF THE ITEM OF EQUIPMENT
(IN ADDITION TO FIXED RENT
INSTALLMENT FOR SUCH ITEM OF
EQUIPMENT DUE ON SUCH DATE)